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FILED
Mar 21 1997 8:00am
Secretary of State

PROFIT CORPORATION
 ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # L55926 (4)
 1. Corporation Name
HEALTH DESTINATIONS, INC.



Principal Place of Business: **107 MELVIN STREET DESTIN FL 32541**
 Mailing Address: **350 BLUE MOUNTAIN BEACH ROAD SANTA ROSA BEACH FL 32459**

3. Date Incorporated or Qualified: **03/05/1990** 3a. Date of Last Report: **05/01/1996**
 4. FEI Number: **59-3000658** Applied For: Not Applicable:
 5. Certificate of Status Desired: **\$8.75 Additional Fee Required**
 6. Election Campaign Financing Trust Fund Contribution: **\$5.00 May Be Added to Fees**
 8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes: Yes No

21. Principal Place of Business: **336 COLLEGE AVE**
 22. City & State: **DE FUNIAK SPRINGS FL**
 23. Zip: **32433** Country: **WALTON**
 24. State, Apt. #, etc.: 25. City & State: 26. Zip: 27. Country: 28. 29. 30.

9. Name and Address of Current Registered Agent
SCOTT, GEORGE C.
1970 W NELSON AVE
DEFUNIAK SPRINGS FL 32433

10. Name and Address of New Registered Agent
 81 Name
 82 Street Address (P.O. Box Number is Not Acceptable)
 83
 84 City 85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept, the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE: _____ (NOTE: Registered Agent signature required when reinstating) DATE: _____

12. OFFICERS AND DIRECTORS

TITLE	D	<input type="checkbox"/> DELETE
NAME	ALDRETE, J. ANTONIO	
STREET ADDRESS	350 BLUE MOUNTAIN BEACH ROAD	
CITY- ST- ZIP	SANTA ROSA BEACH FL	
TITLE	D	<input type="checkbox"/> DELETE
NAME	ALDRETE, VALENTYNA T.	
STREET ADDRESS	BLUE MOUNTAIN BEACH ROAD	
CITY- ST- ZIP	SANTA ROSA BEACH FL	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY- ST- ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY- ST- ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY- ST- ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY- ST- ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY- ST- ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY- ST- ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY- ST- ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY- ST- ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY- ST- ZIP	

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed or on an attorney with an address.

SIGNATURE: *[Signature]* **VAL ALDRETE** 1-14-97 904-267-2777
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)